

Exhibits to Affidavit of John Kohut filed March 7, 2008 (Part 1)

EXHIBIT A

URRC
Consolidated
Management Case

URRC Consolidated Management Case	New investment (MM's)				8 100% 6	Percentage ownership				30.00%						
	Raleigh ownership					Subsqnt Round total				dilution, if any...						
	EBITDA multiple					15%				Raleigh						
(\$ in millions)	Reference Year	3	4	5	6	2003	Q1 04	Q2 04	Q3 04	Q4 04	2004	Q1 05	Q2 05	Q3 05	Q4 05	2006
INCOME STATEMENT	2002	Q1 03	Q2 03	Q3 03	Q4 03											
Revenues	8.13	1.98	2.20	2.24	2.07	8.49	2.66	2.71	3.00	3.89	12.26	3.44	4.37	5.05	4.84	17.70
Cost of Revenue	6.14	1.27	1.54	1.47	1.31	5.59	1.67	1.76	1.84	1.79	7.06	2.07	2.61	2.77	2.61	10.05
Gross Margin	1.99	0.71	0.65	0.77	0.76	2.90	0.99	0.95	1.16	2.10	5.20	1.37	1.76	2.28	2.23	7.65
SGA	1.87	0.44	0.41	0.37	0.43	1.65	0.46	0.42	0.47	0.49	1.85	0.66	0.76	0.75	0.73	2.90
EBITDA	0.12	0.27	0.24	0.40	0.34	1.25	0.52	0.53	0.69	1.61	3.35	0.72	1.00	1.52	1.50	4.74
IRR %@ 5 years	32.88%															
Amortization	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Senior Interest Expense	0.17	(0.01)	0.04	0.03	0.01	0.07	0.03	0.03	0.03	0.12	0.03	0.23	0.22	0.21	0.21	0.70
Capital Lease Interest Expense	0.00	0.00	0.01	0.01	0.01	0.02	0.01	0.01	0.01	0.01	0.02	0.00	0.00	0.00	0.00	0.01
Subordinated Interest Expense	0.00	0.00	0.00	0.00	0.01	0.01	0.01	0.01	0.01	0.01	0.05	0.01	0.01	0.01	0.01	0.05
7 year Depreciation	1.00	0.29	0.29	0.29	0.29	1.15	0.29	0.33	0.34	0.34	1.30	0.40	0.45	0.40	0.40	1.66
10 year Depreciation	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.01	0.03	0.05	0.07	0.17
EBT	(1.04)	(0.01)	(0.09)	0.09	0.02	0.01	0.19	0.15	0.30	1.22	1.86	0.26	0.27	0.83	0.80	2.16
Taxes	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.17	0.22	0.28	0.31	0.98
Net Income	(1.04)	(0.01)	(0.09)	0.09	0.02	0.01	0.19	0.15	0.30	1.22	1.86	0.10	0.05	0.55	0.49	1.18
Minority Interest	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

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(\\$ in millions)	Reference Year	3	4	5	6	5	6	7	8	9	10	11	12
	2002	Q1 03	Q2 03	Q3 03	Q4 03	Q1 04	Q2 04	Q3 04	Q4 04	Q1 05	Q2 05	Q3 05	Q4 05
BALANCE SHEET													
Current Assets													
Cash and cash equivalents	0.12	0.20	0.14	0.31	0.57	0.81	7.62	8.21	10.61	17.12	12.47	8.42	8.38
Accounts receivable - Trade (net of a	0.21	0.39	0.38	0.43	0.35	0.46	0.47	0.52	0.53	0.59	1.00	1.37	1.33
Inventory	0.20	0.22	0.32	0.13	0.37	0.40	0.40	0.37	0.44	0.50	0.51	0.47	0.54
Prepaid Expenses/Other	0.14	0.14	0.14	0.05	0.04	0.04	0.04	0.04	0.04	0.06	0.06	0.06	0.06
Total Current Assets	0.67	0.95	0.97	0.93	1.33	1.71	8.52	9.13	11.62	18.28	14.04	10.31	10.31
Other Assets	0.14	0.15	0.15	0.20	0.20	0.20	0.20	0.20	0.20	0.20	0.20	0.20	0.20
Property & Equipment (net of accumu-	4.04	3.76	3.47	3.23	2.96	2.68	3.12	3.23	1.82	3.40	7.45	11.43	11.65
Note Receivable - Shareholder	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Assets	4.85	4.86	4.59	4.36	4.50	4.59	11.84	12.56	13.64	21.88	21.70	21.95	22.16
Current Liabilities													
Accounts Payable	1.47	1.45	1.38	0.67	0.25	0.26	0.28	0.28	0.32	0.42	0.45	0.43	0.48
Current portion of Long Term Debt	0.08	0.72	0.72	0.23	0.23	0.23	0.30	0.30	0.30	0.30	0.30	0.30	0.30
Accrued Expenses	0.10	0.13	0.11	0.21	0.09	0.10	0.06	0.12	0.14	0.24	0.23	0.28	0.28
Accrued Interest and fees	0.00	0.01	0.02	0.01	0.02	0.02	0.02	0.02	0.03	0.02	0.09	0.09	0.08
Customer Advances	0.10	0.10	0.10	0.14	0.12	0.09	0.07	0.07	0.07	0.07	0.07	0.07	0.07
Total Current Liabilities	1.75	2.41	2.32	1.26	0.71	0.70	0.73	0.79	0.85	1.05	1.14	1.16	1.21
Long-Term Liabilities													
Long Term Debt	0.77	0.16	0.09	0.24	0.95	0.90	0.85	1.25	1.20	9.15	8.87	8.59	8.31
Long Term Capital Lease	0.72	0.69	0.66	0.59	0.55	0.51	0.47	0.43	0.29	0.27	0.23	0.19	0.15
Long Term Subordinated Debt	0.00	0.00	0.00	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66
Total Long-Term Liabilities	1.49	0.844	0.75	1.49	2.16	2.07	1.98	2.34	2.15	10.08	9.76	9.44	9.12
Total Liabilities	3.23	3.25	3.08	2.76	2.87	2.78	2.71	3.13	2.99	11.13	10.90	10.60	10.33
Stockholders' Equity													
Minority Interest	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Common Stock	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62
Preferred Shares	0.00	0.00	0.00	0.00	0.00	0.00	7.16	7.16	7.16	7.16	7.16	7.16	7.16
Additional Paid-in Capital	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Retained earnings	0.00	(0.01)	(0.10)	(0.01)	0.01	0.20	0.35	0.65	1.87	1.97	2.01	2.56	3.05
Total Stockholders' Equity	1.62	1.61	1.52	1.61	1.63	1.82	9.13	9.43	10.65	10.74	10.79	11.34	11.83
Total Liabilities and Stockholders'	4.85	4.86	4.59	4.36	4.50	4.59	11.84	12.56	13.64	21.87	21.69	21.94	22.16

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(\$ in millions)	Reference Year	3	4	5	6	5	6	7	8	9	10	11	12
		2002	Q1 03	Q2 03	Q3 03	Q4 03	Q1 04	Q2 04	Q3 04	Q4 04	Q1 05	Q2 05	Q3 05
Cash Flow													
OPERATING ACTIVITIES:													
Net Income	(1.04)	(0.01)	(0.09)	0.09	0.02	0.19	0.15	0.30	1.22	0.10	0.05	0.55	0.49
Adjustments to reconcile net income to net cash used in operating activities:													
Depreciation and Amortization	1.00	0.29	0.29	0.29	0.29	0.29	0.33	0.34	0.34	0.41	0.48	0.46	0.47
Minority Interest	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(Increase) decrease in Assets													
Accounts Receivable Trade	0.00	(0.18)	0.02	(0.05)	0.08	(0.11)	(0.01)	(0.04)	(0.01)	(0.07)	(0.41)	(0.36)	0.04
Inventory	0.00	(0.02)	(0.10)	0.18	(0.24)	(0.03)	0.00	0.03	(0.07)	(0.07)	(0.01)	0.04	(0.07)
Prepaid Expenses/Other	0.00	0.04	0.00	0.09	0.01	0.00	0.00	0.00	0.00	(0.03)	0.00	0.00	0.00
Other Assets	0.00	(0.01)	0.00	(0.06)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Increase (Decrease) in Liabilities													
Accounts Payable	0.00	(0.02)	(0.07)	(0.67)	(0.44)	(0.02)	(0.01)	0.00	0.04	0.10	0.04	(0.02)	0.05
Accrued Expenses	0.00	0.00	(0.02)	0.10	(0.13)	0.01	(0.03)	0.05	0.02	0.10	(0.01)	0.05	(0.00)
Accrued Interest and fees	0.00	0.01	0.01	(0.01)	0.01	0.01	(0.00)	(0.00)	0.00	0.00	0.07	(0.00)	(0.00)
Net Cash Flows from Operating Activities	(0.05)	0.10	0.03	(0.04)	(0.39)	0.34	0.43	0.69	1.54	0.55	0.21	0.71	0.98
INVESTING ACTIVITIES:													
(Increase) Decrease													
Purchases of and Deposits on Projects	0.00	(0.02)	0.00	(0.05)	(0.01)	(0.01)	(0.77)	(0.45)	1.06	(1.98)	(4.54)	(4.44)	(0.70)
FINANCING ACTIVITIES:													
Advances, note payable, bank - Net	0.00	0.12	(0.09)	0.25	0.67	(0.09)	(0.02)	0.36	(0.20)	7.93	(0.32)	(0.32)	(0.32)
Additional Paid-in Capital	0.00	0.00	0.00	0.00	0.00	0.00	7.16	0.00	0.00	0.00	0.00	0.00	0.00
Net Increase (Decrease) in Cash and Cash Equivalents, (beginning)	(0.05)	0.20	(0.06)	0.17	0.26	0.24	6.81	0.59	2.40	6.50	(4.65)	(4.05)	(0.04)
Cash and Cash Equivalents, (end of period)	0.00	0.00	0.20	0.14	0.31	0.57	0.81	7.62	8.21	10.61	17.12	12.47	8.42
Cash and Cash Equivalents, (end of period)	(0.05)	0.20	0.14	0.31	0.57	0.81	7.62	8.21	10.61	17.12	12.47	8.42	8.38

(\$ in millions) <u>Statistics</u>	Reference Year	3	4	5	6	5	6	7	8	9	10	11	12	
	2002	Q1 03	Q2 03	Q3 03	Q4 03	Q1 04	Q2 04	Q3 04	Q4 04	Q1 05	Q2 05	Q3 05	Q4 05	
Gross Margin		#DIV/0!												
EBITDA Margin		#DIV/0!												
Net Income Margin		#DIV/0!												
Working Capital		(0.82)	(0.66)	(0.27)	0.42	0.54	0.57	0.52	0.55	0.50	0.89	1.19	1.17	
Days Payable		#DIV/0!												
Days Receivable		#DIV/0!												
Days Inventory		#DIV/0!												
Total Debt/EBITDA		#DIV/0!												
EBIT/Interest		#DIV/0!												
<u>New Debt Schedule</u>														
	2002	Q1 03	Q2 03	Q3 03	Q4 03	Q1 04	Q2 04	Q3 04	Q4 04	Q1 05	Q2 05	Q3 05	Q4 05	
Beginning Notes Payable Balance		0.77	0.89	0.80	0.24	0.95	0.90	0.85	1.25	1.20	9.15	8.87	8.59	
New Notes Payable		0.20	0.00	0.00	0.76	0.00	0.00	0.45	0.00	8.00	0.00	0.00	0.00	
New Beginning Notes Payable Balance		0.97	0.89	0.80	1.00	0.95	0.90	1.30	1.25	9.20	9.15	8.87	8.59	
Projected Notes Payable Repayments		(0.08)	(0.08)	(0.56)	(0.05)	(0.05)	(0.05)	(0.05)	(0.05)	(0.05)	(0.28)	(0.28)	(0.28)	
Additional Notes Payable Payments		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Ending Notes Payable Balance		0.89	0.80	0.24	0.95	0.90	0.85	1.25	1.20	9.15	8.87	8.59	8.31	
Beginning Capital Lease Balance		0.72	0.69	0.66	0.59	0.55	0.51	0.47	0.43	0.31	0.27	0.23	0.19	
New Capital Lease		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
New Capital Lease Balance		0.72	0.69	0.66	0.59	0.55	0.51	0.47	0.43	0.31	0.27	0.23	0.19	
Projected Capital Lease Repayment		(0.03)	(0.03)	(0.06)	(0.04)	(0.04)	(0.04)	(0.04)	(0.15)	(0.04)	(0.04)	(0.04)	(0.04)	
Additional Capital Lease Payments		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Ending Capital Lease Balance		(0.60)	0.69	0.66	0.55	0.51	0.47	0.43	0.29	0.27	0.23	0.19	0.15	
Beginning Subordinate Balance		0.00	0.00	0.00	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	
New Subordinate Debt		0.00	0.00	0.66	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
New Beginning Subordinate Balance		0.00	0.00	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	
Projected Subordinate Repayments		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Additional Subordinate Payments		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Ending Subordinate Balance		0.00	0.00	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	
Total Debt		1.57	1.46	1.49	2.16	2.07	1.98	2.34	2.15	10.08	9.76	9.44	9.12	
<u>7 year Depreciation</u>														
	2002	Q1 03	Q2 03	Q3 03	Q4 03	Q1 04	Q2 04	Q3 04	Q4 04	Q1 05	Q2 05	Q3 05	Q4 05	
Processing Equipment		0.54	0.00	0.02	0.02	0.02	0.77	0.45	0.03	1.53	3.75	3.51	0.08	
Cumulative Processing Equipment		1.0	6.29	6.29	6.30	6.32	6.33	7.10	7.55	7.57	9.10	12.85	16.35	16.43
<u>10 year Depreciation</u>														
	2002	Q1 03	Q2 03	Q3 03	Q4 03	Q1 04	Q2 04	Q3 04	Q4 04	Q1 05	Q2 05	Q3 05	Q4 05	
Engineering		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.15	0.18	0.00	0.00	
Cumulative Engineering		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.15	0.33	0.33	0.33	
Installation/Startup		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.31	0.61	0.61	0.31	
Cumulative Installation/Startup		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.31	0.92	1.53	1.84	
Contingency		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.32	0.32	
Cumulative Contingency		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.32	0.63	
Total 10 year Depreciation		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.46	1.24	2.17	2.79	
Total Depreciable Expenditures		6.29	6.29	6.30	6.32	6.33	7.10	7.55	7.57	9.55	14.09	18.52	19.22	

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subsequent round = **8** million

(\$ in millions)	Plant2				Plant3				Plant4				Plant5				25	26	27	28
	13	14	15	16	2006	17	18	19	2007	21	22	23	24	2008	Q1 09	Q2 09	Q3 09	Q4 09		
INCOME STATEMENT	Q1 06	Q2 06	Q3 06	Q4 06	2006	Q1 07	Q2 07	Q3 07	Q4 07	2007	Q1 08	Q2 08	Q3 08	Q4 08	2008	Q1 09	Q2 09	Q3 09	Q4 09	
Revenues	5.34	5.85	8.28	10.42	29.89	10.35	13.53	15.96	18.08	58.41	21.02	23.71	26.14	25.74	96.61	26.18	26.38	26.31	25.89	
Cost of Revenue	2.94	3.32	5.02	6.48	17.76	6.80	8.69	10.39	11.84	37.71	13.92	15.82	17.51	17.19	64.44	17.53	17.69	17.63	17.30	
Gross Margin	2.40	2.53	3.27	3.94	12.13	4.05	4.84	5.57	6.24	20.70	7.10	7.89	8.63	8.54	32.17	8.65	8.69	8.68	8.59	
SGA	0.82	0.94	1.10	1.31	4.16	1.49	1.61	1.96	2.07	7.14	2.51	2.63	2.88	2.84	10.86	2.93	2.89	2.90	2.86	
EBITDA	1.57	1.59	2.17	2.63	7.97	2.56	3.23	3.61	4.17	13.56	4.59	5.27	5.75	5.70	21.31	5.72	5.80	5.78	5.73	
IRR = 8% @ 5 years	32.88%	0.00				0.00				0.00						33.14				
Amortization	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Senior Interest Expense	0.21	0.20	0.39	0.38	1.18	0.36	0.55	0.53	0.71	2.15	0.68	0.86	0.82	0.79	3.16	0.77	0.74	0.71	0.68	
Capital Lease Interest Expense	0.00	0.02	0.02	0.02	0.07	0.02	0.02	0.02	0.08	0.02	0.02	0.02	0.02	0.08	0.02	0.02	0.02	0.02	0.02	
Subordinated Interest Expense	0.01	0.01	0.01	0.01	0.05	0.01	0.01	0.01	0.05	0.01	0.01	0.01	0.01	0.05	0.01	0.01	0.01	0.01	0.01	
7 year Depreciation	0.41	0.51	0.61	0.72	2.24	0.82	0.92	1.13	1.23	4.10	1.44	1.54	1.64	1.64	6.26	1.64	1.64	1.65	1.65	
10 year Depreciation	0.07	0.08	0.09	0.10	0.34	0.12	0.14	0.15	0.18	0.60	0.20	0.23	0.24	0.25	0.93	0.26	0.26	0.26	0.26	
EBT	0.88	0.79	1.06	1.42	4.15	1.25	1.60	1.78	2.03	6.66	2.26	2.63	3.02	3.00	10.91	3.04	3.15	3.15	3.13	
Taxes	0.34	0.31	0.41	0.56	1.62	0.49	0.62	0.70	0.79	2.60	0.88	1.03	1.18	1.17	4.26	1.19	1.23	1.23	1.22	
Net Income	0.53	0.48	0.65	0.87	2.53	0.76	0.98	1.09	1.24	4.06	1.38	1.60	1.84	1.83	6.66	1.85	1.92	1.92	1.91	
Minority Interest	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	

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(\\$ in millions)	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28
BALANCE SHEET	Q1 06	Q2 06	Q3 06	Q4 06	Q1 07	Q2 07	Q3 07	Q4 07	Q1 08	Q2 08	Q3 08	Q4 08	Q1 09	Q2 09	Q3 09	Q4 09
Current Assets																
Cash and cash equivalents	8.67	15.01	11.42	14.90	21.27	17.72	20.40	17.18	19.90	17.20	14.77	16.92	19.12	21.63	24.30	27.12
Accounts receivable - Trade (net of a	1.47	1.67	1.31	4.91	5.03	6.74	8.41	10.01	11.78	13.50	15.16	15.08	15.18	15.21	15.20	15.12
Inventory	0.60	0.73	0.80	0.88	1.06	1.19	1.26	1.49	1.67	1.80	1.72	1.80	1.84	1.83	1.75	1.25
Prepaid Expenses/Other	0.06	0.09	0.09	0.09	0.11	0.11	0.14	0.14	0.16	0.16	0.16	0.16	0.16	0.16	0.16	0.16
Total Current Assets	10.80	17.50	15.64	20.80	27.48	25.77	30.21	28.81	33.51	32.66	31.81	33.97	36.30	38.84	41.40	43.65
Other Assets	1.70	1.68	1.65	1.63	1.60	1.58	1.55	1.53	1.50	1.48	1.45	1.43	1.40	1.38	1.35	1.33
Property & Equipment (net of accu-	11.35	13.86	16.78	19.32	21.87	24.79	29.78	32.50	37.38	39.64	41.26	39.83	38.26	36.43	34.60	32.77
Note Receivable - Shareholder	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Assets	23.85	33.03	34.08	41.74	50.95	52.14	61.54	62.84	72.40	73.78	74.52	75.23	75.96	76.64	77.36	77.75
Current Liabilities																
Accounts Payable	0.55	1.42	2.25	2.30	3.19	4.06	4.89	5.82	6.71	7.58	7.53	7.58	7.60	7.60	7.55	7.20
Current portion of Long Term Debt	0.30	0.30	0.30	0.30	0.30	0.30	0.30	0.30	0.30	0.30	0.30	0.30	0.30	0.23	0.23	0.23
Accrued Expenses	0.29	0.45	0.50	0.61	0.76	0.81	1.06	1.11	1.37	1.42	1.57	1.57	1.58	1.58	1.58	1.57
Accrued Interest and Fees	0.08	0.08	0.14	0.14	0.13	0.20	0.19	0.25	0.24	0.30	0.29	0.28	0.27	0.26	0.25	0.24
Customer Advances	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.07	0.07
Total Current Liabilities	1.29	2.31	3.26	3.45	4.45	5.43	6.51	7.54	8.69	9.67	9.76	9.80	9.82	9.73	9.68	9.31
Long-Term Liabilities																
Long Term Debt	8.03	15.75	15.21	14.73	22.22	21.48	28.74	27.77	34.80	33.60	32.40	31.25	30.10	28.95	27.80	26.65
Long Term Capital Lease	1.50	1.46	1.42	1.38	1.34	1.31	1.28	1.28	1.28	1.28	1.28	1.28	1.28	1.28	1.28	1.28
Long Term Subordinated Debt	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66
Total Long-Term Liabilities	10.19	17.87	17.32	16.77	24.22	23.45	30.68	29.71	36.74	35.54	34.34	33.19	32.04	30.89	29.74	28.59
Total Liabilities	11.48	20.18	20.58	20.22	28.67	28.88	37.10	37.25	45.43	45.21	41.11	42.99	41.86	40.63	39.42	37.90
Stockholders' Equity																
Minority Interest	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Common Stock	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62	1.62
Preferred Shares	7.16	7.16	7.16	14.32	14.32	14.32	14.32	14.32	14.32	14.32	14.32	14.32	14.32	14.32	14.32	14.32
Additional Paid-in Capital	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Retained earnings	3.59	4.07	4.72	5.58	6.35	7.32	8.41	9.65	11.03	12.63	14.48	16.31	18.16	20.08	22.00	23.91
Total Stockholders' Equity	12.36	12.85	13.49	21.52	22.28	23.26	24.35	25.59	26.97	28.57	30.41	32.24	34.10	36.02	37.94	39.85
Total Liabilities and Stockholders'	23.85	33.03	34.08	41.74	50.96	52.14	61.54	62.84	72.40	73.78	74.52	75.23	75.96	76.64	77.36	77.75

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(in millions)	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	
Cash Flow	Q1 06	Q2 06	Q3 06	Q4 06	Q1 07	Q2 07	Q3 07	Q4 07	Q1 08	Q2 08	Q3 08	Q4 08	Q1 09	Q2 09	Q3 09	Q4 09	
OPERATING ACTIVITIES:																	
Net Income	0.53	0.48	0.65	0.87	0.76	0.98	1.09	1.24	1.38	1.60	1.84	1.83	1.85	1.92	1.92	1.91	
Adjustments to reconcile net income net cash used in operating activities:																	
Depreciation and Amortization	0.48	0.58	0.71	0.82	0.94	1.06	1.28	1.41	1.64	1.77	1.89	1.90	1.90	1.90	1.90	1.90	
Minority Interest	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
(Increase) decrease in Assets																	
Accounts Receivable, Trade	(0.14)	(0.20)	(1.66)	(1.61)	(0.10)	(1.71)	(1.66)	(1.60)	(1.78)	(1.71)	(1.66)	0.08	(0.10)	(0.04)	0.01	0.08	
Inventory	(0.05)	(0.13)	(0.07)	(0.07)	(0.13)	(0.07)	(0.22)	(0.18)	(0.13)	0.08	(0.08)	(0.04)	0.01	0.08	0.50		
Prepaid Expenses/Other	0.00	(0.03)	0.00	0.00	(0.03)	0.00	(0.03)	0.00	(0.03)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Other Assets	(1.50)	0.02	0.02	0.02	0.02	0.02	0.02	0.02	0.02	0.02	0.02	0.02	0.02	0.02	0.02	0.02	
Increase (Decrease) in Liabilities																	
Accounts Payable	0.07	0.87	0.83	0.05	0.90	0.87	0.83	0.92	0.90	0.87	(0.04)	0.05	0.02	(0.01)	(0.05)	(0.35)	
Accrued Expenses	0.02	0.15	0.05	0.15	0.11	0.05	0.25	0.05	0.26	0.05	0.15	(0.01)	0.01	0.00	(0.00)	(0.01)	
Accrued Interest and fees	(0.00)	(0.00)	0.06	(0.01)	(0.00)	0.06	(0.01)	0.06	(0.01)	0.06	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	
Net Cash Flows from Operating Activities	(0.60)	1.75	0.59	0.22	2.42	1.21	1.71	1.88	2.21	2.53	2.27	3.78	3.67	3.81	3.89	4.05	
INVESTING ACTIVITIES:																	
(Increase) Decrease																	
Purchases of and Deposits on Prop	(0.18)	(3.10)	(3.63)	(3.35)	(3.49)	(3.98)	(6.27)	(4.13)	(6.52)	(4.03)	(3.50)	(0.47)	(0.33)	(0.07)	(0.07)	(0.07)	
FINANCING ACTIVITIES:																	
Advances, note payable, bank + Na	1.07	7.68	(0.55)	(0.55)	7.45	(0.78)	7.24	(0.97)	7.03	(1.20)	(1.20)	(1.15)	(1.15)	(1.22)	(1.15)	(1.15)	
Additional Paid-in Capital	0.00	0.00	0.00	7.16	0.00	0.00	0.00	(0.00)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Net Increase (Decrease) in Cash and Cash Equivalents, (beginning)	0.30	6.34	(3.59)	3.47	6.17	(3.55)	2.68	(3.22)	2.72	(2.70)	(2.43)	2.16	2.19	2.51	2.67	2.83	
Cash and Cash Equivalents, (beginning)	8.38	8.67	15.01	11.42	14.90	21.27	17.72	20.40	17.18	19.90	17.20	14.77	16.92	19.12	21.63	24.30	
Cash and Cash Equivalents, (end)	8.67	15.01	11.42	14.90	21.27	17.72	20.40	17.18	19.90	17.20	14.77	16.92	19.12	21.63	24.30	27.12	

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(\$ in millions) Statistics	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28
	Q1 06	Q2 06	Q3 06	Q4 06	Q1 07	Q2 07	Q3 07	Q4 07	Q1 08	Q2 08	Q3 08	Q4 08	Q1 09	Q2 09	Q3 09	Q4 09
Gross Margin	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
EBITDA Margin	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Net Income Margin	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Working Capital	1.28	0.62	1.47	2.96	2.26	3.18	3.85	4.71	5.54	6.46	7.93	7.90	8.00	8.03	7.98	7.76
Days Payable	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Days Receivable	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Days Inventory	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Total Debt/EBITDA	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	(23.21)	87.57	77.48	77.29	75.88	72.86	72.08	71.81
EBIT/Interest	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	109.47	132.30	151.36	174.41	175.74	180.97	182.19	180.99
New Debt Schedule	Q1 06	Q2 06	Q3 06	Q4 06	Q1 07	Q2 07	Q3 07	Q4 07	Q1 08	Q2 08	Q3 08	Q4 08	Q1 09	Q2 09	Q3 09	Q4 09
Beginning Notes Payable Balance	8.31	8.03	15.75	15.24	14.73	22.22	21.48	28.74	27.77	34.80	33.60	32.40	31.25	30.10	28.95	27.80
New Notes Payable	0.00	8.00	0.00	0.00	8.00	0.00	8.00	0.00	8.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
New Beginning Notes Payable Balance	8.31	16.03	15.75	15.24	22.73	22.22	29.48	28.74	35.77	34.80	33.60	32.40	31.25	30.10	28.95	27.80
Projected Notes Payable Repayments	(0.28)	(0.28)	(0.51)	(0.51)	(0.51)	(0.74)	(0.74)	(0.97)	(0.97)	(1.20)	(1.20)	(1.20)	(1.25)	(1.25)	(1.15)	(1.15)
Additional Notes Payable Payments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.05	0.10	0.10	0.00	0.00
Ending Notes Payable Balance	8.03	15.75	15.24	14.73	22.22	21.48	28.74	27.77	34.80	33.60	32.40	31.25	30.10	28.95	27.80	26.65
Beginning Capital Lease Balance	0.15	1.50	1.46	1.42	1.38	1.34	1.31	1.28	1.28	1.28	1.28	1.28	1.28	1.28	1.28	1.28
New Capital Lease	1.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
New Capital Lease Balance	1.65	1.50	1.46	1.42	1.38	1.34	1.31	1.28	1.28	1.28	1.28	1.28	1.28	1.28	1.28	1.28
Projected Capital Lease Repayment	(0.04)	(0.04)	(0.04)	(0.04)	(0.04)	(0.04)	(0.02)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Additional Capital Lease Payments	(0.11)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Ending Capital Lease Balance	1.50	1.46	1.42	1.38	1.34	1.31	1.28	1.28	1.28	1.28	1.28	1.28	1.28	1.28	1.28	1.28
Beginning Subordinate Balance	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66
New Subordinate Debt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
New Beginning Subordinate Balance	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66
Projected Subordinate Repayments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Additional Subordinate Payments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Ending Subordinate Balance	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66	0.66
Total Debt	10.19	17.87	17.32	16.77	24.22	23.45	30.68	29.71	36.74	35.54	34.34	33.19	32.04	30.89	29.74	28.59
7 year Depreciation	Q1 06	Q2 06	Q3 06	Q4 06	Q1 07	Q2 07	Q3 07	Q4 07	Q1 08	Q2 08	Q3 08	Q4 08	Q1 09	Q2 09	Q3 09	Q4 09
Processing Equipment	0.08	2.95	2.95	2.95	2.95	2.95	5.82	2.95	5.82	2.95	2.95	0.08	0.08	0.08	0.08	0.08
Cumulative Processing Equipment	16.50	19.45	22.39	25.34	28.28	31.23	37.04	39.99	45.80	48.75	51.69	51.77	51.84	51.92	51.99	52.07
10 year Depreciation	Engineering	0.10	0.15	0.08	0.10	0.15	0.18	0.15	0.15	0.08	0.00	0.00	0.00	0.00	0.00	0.00
Cumulative Engineering	0.43	0.58	0.65	0.75	0.90	1.08	1.23	1.40	1.55	1.63	1.63	1.63	1.63	1.63	1.63	1.63
Installation/Startup	0.00	0.00	0.61	0.31	0.15	0.61	0.31	0.76	0.31	0.76	0.31	0.15	0.00	0.00	0.00	0.00
Cumulative Installation/Startup	1.84	1.84	2.45	2.75	2.90	3.51	3.82	4.58	4.89	5.65	5.95	6.10	6.10	6.10	6.10	6.10
Contingency	0.00	0.00	0.00	0.00	0.25	0.25	0.00	0.25	0.25	0.25	0.25	0.25	0.25	0.00	0.00	0.00
Cumulative Contingency	0.63	0.63	0.63	0.63	0.88	1.13	1.13	1.38	1.63	1.88	2.13	2.38	2.63	2.63	2.63	2.63
Total 10 year Depreciation	2.89	3.04	3.73	4.13	4.68	5.72	6.18	7.36	8.07	9.15	9.71	10.11	10.36	10.36	10.36	10.36
Total Depreciable Expenditures	19.40	22.49	26.12	29.47	32.97	36.95	43.22	47.35	53.87	57.90	61.40	61.87	62.20	62.27	62.35	62.42

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<i>(\$ in millions)</i>	
<u>INCOME STATEMENT</u>	<u>2009</u>
Revenues	104.76
Cost of Revenue	70.15
Gross Margin	34.60
SGA	11.57
EBITDA	23.03
IRR =%@ 5 years	32.88%
Amortization	0.00
Senior Interest Expense	2.89
Capital Lease Interest Expense	0.08
Subordinated Interest Expense	0.05
7 year Depreciation	6.58
10 year Depreciation	1.04
EBT	12.47
Taxes	4.86
Net Income	7.61
Minority Interest	0.00

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<i>(\$ in millions)</i>	_____
BALANCE SHEET	
Current Assets	
Cash and cash equivalents	_____
Accounts receivable - Trade (net of a	_____
Inventory	_____
Prepaid Expenses/Other	_____
Total Current Assets	_____
Other Assets	_____
Property & Equipment (net of accum.	_____
Note Receivable - Shareholders	_____
Total Assets	_____
Current Liabilities	
Accounts Payable	_____
Current portion of Long Term Debt	_____
Accrued Expenses	_____
Accrued Interest and fees	_____
Customer Advances	_____
Total Current Liabilities	_____
Long-Term Liabilities	
Long Term Debt	_____
Long Term Capital Lease	_____
Long Term Subordinated Debt	_____
Total Long-Term Liabilities	_____
Total Liabilities	_____
Stockholders' Equity	
Minority Interest	_____
Common Stock	_____
Preferred Shares	_____
Additional Paid-in Capital	_____
Retained earnings	_____
Total Stockholders' Equity	_____
Total Liabilities and Stockholders'	_____

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(\$ in millions)

Cash Flow

OPERATING ACTIVITIES:

Net Income
Adjustments to reconcile net income
net cash used in operating activities:
Depreciation and Amortization
Minority Interest

(Increase) decrease in Assets:

Accounts Receivable Trade
Inventory
Prepaid Expenses/Other
Other Assets
Increase (Decrease) in Liabilities

Accounts Payable
Accrued Expenses
Accrued Interest and fees

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES:

(Increase) Decrease
Purchases of and Deposits on Prop

FINANCING ACTIVITIES:

Advances, note payable, bank - Net
Additional Paid-in Capital

Net Increase (Decrease) in Cash and

Cash and Cash Equivalents, (beginning) _____
Cash and Cash Equivalents, (end) _____

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(\$ in millions)
Statistics

Gross Margin
 EBITDA Margin
 Net Income Margin

Working Capital
 Days Payable
 Days Receivable
 Days Inventory

Total Debt/EBITDA
 EBIT/Interest

New Debt Schedule
 Beginning Notes Payable Balance
 New Notes Payable
 New Beginning Notes Payable Balance

Projected Notes Payable Repayments
 Additional Notes Payable Payments
 Ending Notes Payable Balance

Beginning Capital Lease Balance
 New Capital Lease
 New Capital Lease Balance

Projected Capital Lease Repayment
 Additional Capital Lease Payments
 Ending Capital Lease Balance

Beginning Subordinate Balance
 New Subordinate Debt
 New Beginning Subordinate Balance

Projected Subordinate Repayments
 Additional Subordinate Payments
 Ending Subordinate Balance

Total Debt

7 year Depreciation
 Processing Equipment
 Cumulative Processing Equipment

10 year Depreciation
 Engineering
 Cumulative Engineering
 Installation/Startup
 Cumulative Installation/Startup
 Contingency
 Cumulative Contingency
 Total 10 year Depreciation

Total Depreciable Expenditures

EXHIBIT B

RamKo Venture Management

United Resources Recovery Corporation

UNITED RESOURCE RECOVERY CORPORATION

Business Plan

December 2003

United Resource Recovery Corporation

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Spartanburg, South Carolina 29303

Tel (864) 574-0904, Fax (864) 574-0710

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RamKo Venture ManagementUnited Resources Recovery Corporation

The information contained within this business plan represents management's best efforts to accurately and thoroughly describe the Company's operations and to provide guidance as to estimates of the Company's possible and anticipated performance going forward. This information is based on the Company's past and current performance and on existing market conditions. The results contained herein cannot be guaranteed and are not a substitute for independent due diligence efforts.

RamKo Venture ManagementUnited Resources Recovery Corporation

Lawson Hayes, Jr., age 55. Mr. Hayes joined U.R.R.C. as Chief Financial Officer in August 2002. Hayes will provide strategic and tactical financial leadership for the organization's overall financial plans, policies, accounting practices and risk management programs. He holds a Bachelor of Science degree in banking and finance from the University of South Carolina. He is a graduate of the Executive Program from the Kenan - Flagler business school at the University of North Carolina. Mr. Hayes is also a graduate of the Institute of Textile Technology, Charlottesville, Virgin

Use of Proceeds United Resources Recovery is seeking to raise a total of \$8.0 million in private placement equity financing. Subject to future licensing sales, URRC anticipates that another \$8 million investment round will be necessary to fund the balance of the Company's development program,

Preferred Stock Investment

\$8.0 Million, convertible preferred (into 30,000 common) shares,

Net proceeds will be utilized as follows:

- \$5,000,000 URRC investment in new UnPET production facility
- \$ 600,000 Retire payables incurred in UnPET expansion
- \$ 750,000 Capital expense to double capacity of existing pilot plant
- \$ 450,000 Capital expense to convert one silver line to UnPET
- \$ 400,000 Working capital support – new UnPET sales
- \$ 250,000 Patent prosecution and protection
- \$ 200,000 Marketing and sales promotion – International licenses
- Balance Working Capital

The \$8.0 million Investment Round is expected to fund the Company's \$5 million equity component for the development, construction and operation of the Company's new plant at Raleigh, NC. To the extent that the Company can source its funding needs via other financings, excess funds from the current raise will be used for general corporate purposes, including corporate preparation for the Company's second planned facility. At this time, the Company cannot predict what amount of necessary funding will be available through means of alternative funding instruments, although one of the largest participants in used PET collection has expressed interest in investing in the first facility.

EXHIBIT C



United Resource Recovery Corporation

5396 N. Blackstock Road • Spartanburg, SC 29303

April 20, 2005

Mr. Warren Haber
 Founders Equity Fund, Inc.
 711 Fifth Avenue, Fifth Floor
 New York, NY 10022

Dear Warren:

I apologize for not getting back to you upon my return from our meeting, but I have had to do a great deal of soul searching. It is not easy to turn over control of a business that has taken most of my focus and efforts for the past 10 years. I have consulted with friends and colleagues since I cannot afford to make the wrong decision. Fortunately, I have some great partners and we will work with you to make sure that we both will have a win-win outcome.

We have been working with Coke, Amcor, Pepsi and others in order to be able to have them all as customers that we can service for many years to come. It is essential that we maneuver the company in order to be able to sell to all at good profit margins. Having a large shareholder of Coke as owner of URRC may cause some difficulty with Pepsi and others. Having Coke as the only customer will eventually turn URRC into a custom converter, and Coke, as you well know, is been known to offer a simple fee for work that they want and will guarantee... this would not be good for the investors, and definitely the business will not provide a 50% IRR in this case.

I do think that we need to purchase the Polkton Facility in order to implement our strategy of doing business with Pepsi and Coke. The timing is essential as this facility may not be available much longer. We would like to pursue this with your firm, but I feel that it will take too long.... Or, will it? Coke will never agree to assist us in buying it if it "will benefit" Pepsi... so we have to do it without hurting our relations with Coke. Is there a way of doing it with just the due diligence on the purchase and not the entire project? I will never go ahead with this purchase if we cannot demonstrate that it will have a positive cash flow during the interim period and that the second phase financing to install our process will be forth coming.

Everyone that has good relations with the upper management of Coke feels that they can help us get the project off the ground, but I have found that Coke's upper management does not influence the operating units when those units have a P&L responsibility; much less a co-op like SEC. As we understand it, SEC has the responsibility to negotiate the contracts of PCR content and they have selected two suppliers: URRC and PTI.

PTI has been a good supplier to Coke and they have been given a process (patented by Coke) to exploit and commercialize it. When URRC came into the scene with better technology at a lower cost, we caused them to rethink their original strategy. However, URRC has not had the financial strength to compete and "put them away". I do feel that URRC, with proper financing, can get most of Coke's needs, and most of Pepsi's!

If we could let Coke know that URRC has the financing to build the manufacturing plants at production rates that will exceed Coke's needs, I am sure that we can obtain contracts with a good profit margin. If we had to depend on Coke's good will in signing a contract ahead of the financing, we can probably obtain a contract that will not be satisfactory to investors due to the low margins that Coke will offer.



United Resource Recovery Corporation

5396 N. Blackstock Road • Spartanburg, SC 29303

Turning to the other factors in the draft term sheet; I feel that the distribution to the shareholders, based on the S corporation rules should take place, as well as the notes to shareholders. In addition, converting the company to a C Corp. will provide an additional \$600K of loss carry forward.... This should provide some benefit to me today, since it was obtained during the formative years of the company and I should be the one that should obtain its benefit now. Next week we will go to the Philippines to sign a licensing agreement. While funding will await the plants construction, all negotiations will have been completed prior to your firm's investment. I believe these situations should provide benefit to the pre-closing shareholders.

Your proposal would establish an 8% coupon on the preferred stock, subject to forgiveness if certain returns (50% IRR) are realized at or before five years from closing.

We would like to remove this dividend provision. My present board members do not agree with this provision since, it would appear that such a condition makes your group lenders, unless the returns are sufficient for you to agree to be otherwise. Technically, post closing the old shareholders are in the minority and can not by themselves set the strategic path - yet indirectly by this provision, they are being held accountable for it. It would be management's intent to execute the direction of the Board, but if unsuccessful and the 50% IRR missed, we would be held accountable for decisions which were out of our hands.

The composition of the board needs to be modified; I feel that John Kohut has followed the progress of URRC with interest and dedication. He knows the company, he knows founders, he is aware of the market forces, and therefore and I think that we should use his experience. Since I have three present shareholders that need to be on the board, I would like for Founders to have three and the John would be the 7th. After all, you have known him much longer than I.

Talking about John... is the \$375K part of John's fee?

By the way, I do want to thank you and your colleagues for the time that you have spent with me and finding a way to make money for all of us. We want to proceed with a deal that makes sense to all, and I would like to discuss this with you as soon as it is convenient to you. On Thursday and Friday of this week, I will be at my old Alma Mater, NCSU, where I serve in the alumni advisory council, and then next week I will be traveling to the Philippines with the rest of my board members in order to sign the License agreement and the Engineering contract with San Miguel.

I do hope that we can find a way to mutually benefit from the UnPET Technology

Sincerely

Carlos D. Gutierrez
President

Subject: response to the term sheet

From: "Carlos D. Gutierrez" <cgutierrez@urrc.net>

Date: Wed, 20 Apr 2005 18:34:08 -0400

To: "Warren Haber" <whaber@fequity.com>

CC: "John W. Kohut" <ramko@earthlink.net>

Warren,

After a great number of drafts and re-writes, attached to this e-mail you will find my comments on the proposed term sheet...

I will be available to discuss it on Monday morning at the office, as we will begin the long trip to the Philippines after lunch....

Hope to talk to you soon.... I do see some light at the end of the tunnel

Regards

Carlos

Founders 4-19-05.doc Content-Type: application/msword
Content-Encoding: base64

EXHIBIT D

From: [Frank Williams](#)
To: [Dunn, Sarah H.](#);
cc: [Carlos Gutierrez](#); [Gerry A. Fishbeck](#); [Peter Byford](#);
Subject: Revised Agreements
Date: Tuesday, August 08, 2006 9:40:00 AM
Attachments: GVLDOCS-1044242-v2-URRC Certificate of Designation.DOC
GVLDOCS-1044261-v2-URRC Founders Stockholders Agreement.DOC
GVLDOCS-1044299-v2-URRC Founders Series A Preferred Stock Purchase Agreement.
DOC
GVLDOCS-1044446-v1-
DVComparison_#1044242 v1 to v2- URRC Certificate of Designation.DOC
GVLDOCS-1044448-v1-
DVComparison_#1044261 v1 to v2- URRC Founders Stockholders Agreement.DOC
GVLDOCS-1044450-v1-
DVComparison_#1044299 v1 to v2- URRC Founders Series A Pfd Stock Purchase Agmt.
DOC

Sarah,

Attached are clean and blacklines of the Certificate of Designation, Stockholders Agreement and Stock Purchase Agreement which incorporate our comments.

Regards,

Frank

Frank C. Williams III
Leatherwood Walker Todd & Mann, P.C.
The Leatherwood Plaza
300 E. McBee Street, Suite 500
P.O. Box 87
Greenville, SC 29602
phone: 864.240.2487
fax: 864.240.2479

LWTM DRAFT 8.7.06

SERIES A PREFERRED STOCK PURCHASE AGREEMENT

BY AND AMONG

UNITED RESOURCE RECOVERY CORPORATION

AND

THE INVESTORS NAMED HEREIN

DATED: August ___, 2006

LWTM DRAFT 8.7.06

the Company nor any Subsidiary is currently a party (including, but not limited to a potentially responsible party) to, or otherwise involved in, any unresolved matter under any Environmental Law and during the preceding three (3) years neither the Company nor any Subsidiary has received any request for information pursuant to any Environmental Law or any written or oral communication from a Governmental Authority or any other Person alleging that the Company or the Subsidiary, as the case may be, is not in compliance in any respect with, or has a Liability or potential Liability (including being a potentially responsible party or allegedly liable for costs associated with any investigation or remediation of any site) under, any Environmental Laws, (iii) the Company and each Subsidiary holds, and has complied in all material respects with and are in compliance with, all necessary Permits required to conduct its business in compliance with all Environmental Laws, including any Permits necessary or appropriate to store, treat, dispose of and otherwise handle Hazardous Materials, and (iv) neither the Company nor any Subsidiary has any knowledge of any environmental matters or information which could reasonably be expected to result in any Claim, Environmental Loss or Liability against the Company or any Subsidiary or the revocation, limitation or non-renewal of any Permit, or otherwise to have a Material Adverse Effect on the Company or the Subsidiary, as the case may be.

3.21 Brokers. Except for [Ramko Venture Management], no Person has acted directly or indirectly as a broker, finder or financial advisor for the Company in connection with the negotiations relating to the transactions contemplated hereby. No Person is entitled to any fee, commission or like payment from the Company in respect thereof based in any way on any agreement, arrangement or understanding made by or on behalf of the Company. The Company has made available to each Investor true and complete copies of each agreement pursuant to which the Company has retained any Person to provide investment banking or valuation services in connection with the transactions contemplated hereby.

3.22 Customers, Suppliers and Referral Sources. Schedule 3.22 attached hereto lists all of the significant customers and suppliers of the Company and each Subsidiary. Neither the Company nor the Subsidiaries have received notice that any broker, customer or supplier will not continue to do business with the Company or any Subsidiary in a manner or on terms and conditions consistent with past practices. Except as set forth on Schedule 3.22, no Person is responsible for referring business to any of the Company or any Subsidiary, which results in greater than or equal to five percent (5%) of its total revenues, considered on a non-consolidated basis. No referral source has indicated to the Company or any Subsidiary, in writing or otherwise, that it intends to cease referring business to the Company or Subsidiary.

3.23 No Illegal Payments. Neither the Company, the Subsidiaries, nor any of their respective officers, Directors, Employees or agents (or stockholders, distributors, representatives or other Persons acting on the express, implied or apparent authority of such entities) has paid, given or received or has offered or promised to pay, give or receive, any bribe or other unlawful, questionable payment of money or other thing of value, any extraordinary discount, or any other unlawful or unusual inducement, to or from any Person or Governmental Authority, including, without limitation, any offer, payment, or promise to pay money or other thing of value (a) to any foreign official or political party (or official thereof) for the purposes of influencing any act, decision or omission in order to assist the Company or any Subsidiary, as the case may be, in obtaining business for or with, or directing business to, any Person, or (b) to any

EXHIBIT E

UNITED RESOURCE RECOVERY CORPORATION

Company Business Plan

February 2002

United Resource Recovery Corporation
5396 North Blackstock Road
Spartanburg, South Carolina 29303
Tel (864) 574-0904, Fax (864) 574-0710

CONFIDENTIAL INFORMATION

This document contains confidential information that may not be disclosed in any form without prior written permission from United Resource Recovery Corporation.

RamKo Venture ManagementUnited Resources Recovery Corporation

Professional Services

URRC regularly employs the professional services of the providers as listed below.

Outside Auditors - Price Waterhouse Coopers Lybrand
905 East Main Street, Spartanburg, SC 29302

Legal Services - Law Offices of Leatherwood, Todd & Mann
104 Coffee Street, Greenville, SC 29606

Financial Services - RamKo Venture Management, Inc.
711 Fifth Avenue, New York, NY 10028

UNITED RESOURCE RECOVERY CORPORATION

Business Plan

November 2002

United Resource Recovery Corporation

5396 North Blackstock Road
Spartanburg, South Carolina 29303
Tel (864) 574-0904, Fax (864) 574-0710

CONFIDENTIAL INFORMATION

Competition in this business line is not based on securing an ultimate buyer for the extracted commodity precious metal and RPET. Rather, competition resides in obtaining a reliable stream of used silver bearing films to process. Furthermore, the film market is changing toward use of new dry view and laser films that do not require chemical processing and which make silver recovery difficult by standard washing techniques. URRC, via it's patented processes, holds an important competitive advantage in meeting this new market challenge.

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104 Coffee Street, Greenville, SC 29606

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711 Fifth Avenue, New York, NY 10022

RamKo Venture Management

United Resources Recovery Corporation

UNITED RESOURCE RECOVERY CORPORATION

Business Plan

December 2003

United Resource Recovery Corporation

5396 North Blackstock Road

Spartanburg, South Carolina 29303

Tel (864) 574-0904, Fax (864) 574-0710

CONFIDENTIAL INFORMATION

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Future Competitors. The Company anticipates that future RPET competitors will be the existing PET recycling firms that are looking to expand and diversify their product lines or improve the profitability of their current production capacity. Also, virgin resin producers could see a need to expand their product mix in order to better serve their customer base, and therefore may choose to enter the recycling business. For this reason, UnPET believes that it could become an important acquisition target for the VPET producers in the future.

URRC Silver

URRC has five major washing competitors that are regionally situated on the East Coast including Gemark, Century Refining, DMS, PTAG and Kodak. Most competitors are also refiners, whose end product is precious silver metal (as distinct from "silver mud"). URRC competes directly with these companies for supply on a regional basis, given that prohibitively high transportation costs to move film prevent competition from expanding beyond regional levels. Furthermore, going forward, the Company anticipates a gain in market share as it experiences an increase in the volume of its silver business, a direct result of smaller competitors that will likely be driven out of business, due to the increasing use of dry view films and their respective reduced silver content combined with the need for multiple washings under traditional reclamation techniques. Given the Company's expertise in silver and its patented UnPET technology, it is well positioned for growth in the new market areas of processing laser and dry view films.

Competition in this business line is not based on securing an ultimate buyer for the extracted commodity precious metal and RPET. Rather, competition resides in obtaining a reliable stream of used silver bearing films to process. Furthermore, the film market is changing toward use of new dry view and laser films that do not require chemical processing and which make silver recovery difficult by standard washing techniques. URRC, via its patented processes, holds an important competitive advantage in meeting this new market challenge.

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104 Coffee Street, Greenville, SC 29606

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711 Fifth Avenue, New York, NY 10022

UNITED RESOURCE RECOVERY CORPORATION

Business Plan

January 2005

United Resource Recovery Corporation

5396 North Blackstock Road
Spartanburg, South Carolina 29303
Tel (864) 574-0904, Fax (864) 574-0710

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Professional Services

URRC regularly employs the professional services of the providers as listed below.

Outside Auditors - Cherry Bekaert & Holland Greenville, South Carolina 29606

Legal Services - Law Offices of Leatherwood, Todd & Mann, Greenville, SC 29606

Financial Services - RamKo Venture Management, Inc., New York, NY 10022